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FILED



THE UNITED STATES  
CORPORATION  
COMPANY

99 JUN 10 PM 4:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 269768 7186382

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pijet*

ORDER DATE : June 10, 1999

ORDER TIME : 1:47 PM

ORDER NO. : 269768-005

000002901190--5

CUSTOMER NO: 7186382

CUSTOMER: Ms. Patti M. Wilson  
CORNERSTONE MANAGEMENT GROUP  
CORNERSTONE MANAGEMENT GROUP  
955 Bolender Drive

Delray Beach, FL 33483

DOMESTIC FILING

NAME: NORTH SIMCOE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*PH 6/10/99*  
*(4)*

RECEIVED  
99 JUN 10 PM 3:08

**ARTICLES OF INCORPORATION  
OF  
NORTH SIMCOE, INC.**

FILED  
99 JUN 10 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I: NAME OF CORPORATION**

The name of the corporation shall be North Simcoe, Inc.

**ARTICLE II: PURPOSE**

The purpose for which this corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida business corporation Act, Chapter 607, Florida Statutes, as amended.

**ARTICLE III: PRINCIPAL OFFICE**

The principal office and mailing address of the corporation is 955 Bolender Drive, Delray Beach, FL 33483.

**ARTICLE IV: TERM OF EXISTENCE**

The corporation shall exist perpetually.

## **ARTICLE V: CAPITAL STOCK**

The total authorized capital stock of the corporation shall be Ten Thousand (10,000) shares of common stock having a par value of \$0.01 per share.

## **ARTICLE VI: REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation is 955 Bolender Drive Delray Beach, Florida 33483. The name of the initial registered agent at that address is Patricia Wilson.

## **ARTICLE VII: BOARD OF DIRECTORS & OFFICERS**

The corporation shall have an initial board of directors of one (1) member. The number of directors may be amended at any time but in no event shall there be less than one director. The initial director shall be:

Patricia Maloney                      6 Lakeshore Drive Newtown Square, Pennsylvania 19073

The corporation shall have an initial officer of one (1) member. The number of officers may be amended at any time. The initial officer shall be:

Patricia M. Wilson. Vice-President, 955 Bolender Drive, Delray Beach, Florida 33483

## **ARTICLE VIII: MANAGEMENT BY SHAREHOLDERS**

The power, management and affairs of this corporation shall be exercised by the shareholders and not by the directors.

**ARTICLE IX: INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as

Incorporator is:

Patricia M. Wilson

955 Bolender Drive

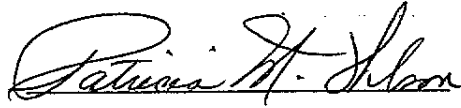
Delray Beach, FL 33483

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF< the undersigned Incorporator executed these Articles of  
Incorporation this 8<sup>th</sup> day of June, 1999.



Patricia M. Wilson

The undersigned, named as the registered agent in Article VI of these Articles of  
Incorporation, hereby accepts the appointment as such registered agent, and  
acknowledges that she is familiar with and accepts the obligations imposed upon  
registered agents under the Florida Business Corporation Act, including specifically  
section 607.325.



Patricia M. Wilson